

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

### FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR INIFORM LIMITED OFFERING EXEMPTION

OMB APPROVAL	

OMB Number: 3235-0076

Expires: May 31, 2002

Prefix

Estimated average burden hours per response: ...... 16.00

SEC USE ONLY

DATE RECEIVED

Serial

UNITORII LIMITED OFFERING EARMI	HON
Name of Offering (  check if this is an amendment and name has changed, and indicate change.)  The Second European Private Equity Fund 'C'	
	tion 4(6) ULOE
A. BASIC IDENTIFICATION I	DATA ARR OF SOMS
Enter the information requested about the issuer	APR 0 5 2002 //
Name of Issuer ( check if this is an amendment and name has changed, and indicate change.) The Second European Private Equity Fund 'C' (the "Fund")	000
Address of Executive Offices (Number and Street, City, State, Zip Code) 101 Finsbury Pavement, London EC2A 1EJ	Telephone Number (Including Area) Gode) 20-7374-3500
Address of Principal Business Operations (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
(if different from Executive Offices)	and the state of t
Brief Description of Business	<del>,</del>
Investor predominantly in Western Europe.	PROCESSE
Type of Business Organization	
corporation X limited partnership, already formed other (please specify)	D APR 2 3 2002
business trust limited partnership, to be formed	<b>T</b>
Month Year	/ THOMSON
Actual or Estimated Date of Incorporation or Organization:  0 4 0 1	X Actual Estimated FINANCIAL
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for S	State: F N

#### GENERAL INSTRUCTIONS

### Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

CN for Canada; FN for other foreign jurisdiction)

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

### State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

#### **ATTENTION**

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

> Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

#### Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. Director Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer ☑ General and/or Managing Partner Full Name (Last name first, if individual) Bridgepoint Capital General Partner L.P. (the "General Partner") Business or Residence Address (Number and Street, City, State, Zip Code) 101 Finsbury Pavement, London EC2A 1EJ General and/or Managing Partner Check Box(es) that Apply: ☑ Promoter Beneficial Owner Executive Officer Director Full Name (Last name first, if individual) Bridgepoint Capital Limited Business or Residence Address (Number and Street, City, State, Zip Code) 101 Finsbury Pavement, London EC2A 1EJ Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director ■ General and/or Managing Partner\* Full Name (Last name first, if individual) Bridgepoint Capital (GP) Limited (the "General Partner of the General Partner") Business or Residence Address (Number and Street, City, State, Zip Code) 101 Finsbury Pavement, London EC2A 1EJ Check Box(es) that Apply: Executive Officer Promoter Beneficial Owner ■ Director\*\* General and/or Managing Partner Full Name (Last name first, if individual) Churchman, Keith Howard Business or Residence Address (Number and Street, City, State, Zip Code) 101 Finsbury Pavement, London EC2A 1EJ Check Box(es) that Apply: Promoter ☐ Beneficial Owner Executive Officer ☑ Director\*\* General and/or Managing Partner Full Name (Last name first, if individual) Dewhirst, Graham Business or Residence Address (Number and Street, City, State, Zip Code) 101 Finsbury Pavement, London EC2A 1EJ Check Box(es) that Apply: ☐ Beneficial Owner Promoter Executive Officer ☑ Director\*\* General and/or Managing Partner Full Name (Last name first, if individual) Gibbons, Alastair Ronald Business or Residence Address (Number and Street, City, State, Zip Code) 101 Finsbury Pavement, London EC2A 1EJ Check Box(es) that Apply: ☐ Beneficial Owner Executive Officer ☑ Director\*\* General and/or Managing Partner Promoter Full Name (Last name first, if individual) Jackson, William Nicholas Business or Residence Address (Number and Street, City, State, Zip Code) 101 Finsbury Pavement, London EC2A 1EJ \* of the General Partner/ \*\* of the General Partner of the General Partner

A. BASIC IDENTIFICATION DATA

Enter the information requested for the following:

#### 4 A. BASIC IDENTIFICATION DATA Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. ☑ Director\*\* Check Box(es) that Apply: Promoter ☐ Beneficial Owner Executive Officer ☐ General and/or Managing Partner Full Name (Last name first, if individual) Lewis, Alan Stuart Business or Residence Address (Number and Street, City, State, Zip Code) 101 Finsbury Pavement, London EC2A 1EJ Executive Officer ☑ Director\*\* General and/or Managing Partner Check Box(es) that Apply: Promoter Beneficial Owner Full Name (Last name first, if individual) Shaw, David Robert Business or Residence Address (Number and Street, City, State, Zip Code) 101 Finsbury Pavement, London EC2A 1EJ Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer ☑ Director\*\* General and/or Managing Partner Full Name (Last name first, if individual) Selkirk, Roderick Alistair Business or Residence Address (Number and Street, City, State, Zip Code) 101 Finsbury Pavement, London EC2A 1EJ Beneficial Owner Check Box(es) that Apply: Promoter Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Meiji Life Insurance Company Business or Residence Address (Number and Street, City, State, Zip Code) 1-1, Marunochi, 2-chome Chiyoda-ku, Tokyo 100-0005, Japan Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Canada Pension Plan Investment Board Business or Residence Address (Number and Street, City, State, Zip Code) 1 Queen Street East, Suite 2700, P.O. Box 101, Toronto, Ontario M5C 2W5 Check Box(es) that Apply: Promoter ■ Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Vessey Street Portfolio, L.P. Business or Residence Address (Number and Street, City, State, Zip Code) Maples and Calder, P.O. Box 309GT, Ugland House, South Church St., George Town, Grand Cayman, Cayman Islands Check Box(es) that Apply: Beneficial Owner Executive Officer Promoter ☐ Director General and/or Managing Partner Full Name (Last name first, if individual) Arthur Street Portfolio, L.P. Business or Residence Address (Number and Street, City, State, Zip Code)

\* of the General Partner/ \*\* of the General Partner of the General Partner

Maples and Calder, P.O. Box 309GT, Ugland House, South Church St., George Town, Grand Cayman, Cayman Islands

# A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
  - Each promoter of the issuer, if the issuer has been organized within the past five years;
  - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
  - · Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
  - Each general and managing partner of partnership issuers.

Check Box(es) that Apply:	Promoter	■ Beneficial Owner	Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, i Passage Portfolio, L.P.	f individual)				
Business or Residence Address Maples and Calder, P.O. Box			ge Town, Grand Cayman, Ca	ayman Islands	
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, i	findividual)				
Business or Residence Address	s (Number and Stre	eet, City, State, Zip Code)			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if	individual)			<del></del> .	
Business or Residence Addres	s (Number and Stre	eet, City, State, Zip Code)			- 1/4
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if	individual)				
Business or Residence Addres	s (Number and Stre	eet, City, State, Zip Code)			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if	individual)				
Business or Residence Address	Number and Stre	et, City, State, Zip Code)			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if	individual)				
Business or Residence Address	(Number and Stre	et, City, State, Zip Code)			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	☐ Director	General and/or Managing Partner
Full Name (Last name first, if	individual)		100		
Business or Residence Address	(Number and Stre	et, City, State, Zip Code)			

						B. INF	ORMATIO	ON ABOU	T OFFERI	NG				
	<u>.</u>							<u> </u>						Yes No
1.	Has the	issuer sold	l, or does th	e issuer int	end to sell,	to non-acci	redited inve	stors in this	offering?.				••••••	
					Ans	swer also in	Appendix,	Column 2,	if filing un	der ULOE.				
2.	What is	the minim	um investm	nent that wi	ll be accept	ed from an	y individua	1?					\$8	8,792,136.60*
* S	ubject to t (0.8792)		on of the G	eneral Parti	ner to reduc	e that amor	unt; dollar a	imounts are	based on the	ne conversi	on rate fron	n Euros to o	lollars on M	1arch 22, 2002 Yes No
3.	Does the	e offering p	ermit joint	ownership	of a single	unit?		•••••	•••••	•••••		•••••	• • • • • • • • • • • • • • • • • • • •	X 🗆
4.	solicitati registere	ion of purced with the or dealer, yo	hasers in co SEC and/o	onnection w	vith sales of te or states,	securities list the nar		ng. If a per oker or dea	son to be lis ler. If more	sted is an as than five (:	ssociated pe 5) persons t	rson or age o be listed	nt of a brok are associat	er or dealer ed persons of such a
Full	Name (L	ast name f	irst, if indiv	vidual)										
Gree	ene, Jerom	ne P.												
Busi	iness or R	esidence A	ddress (Nu	mber and S	treet, City,	State, Zip (	Code)	<del></del>						
8111	l Moore R	load, India	napolis, IN	46278										
Nan	ne of Asso	ciated Bro	ker or Deal	er	·									
Jero	me P. Gre	ene & Ass	ociates, LL	P										
State	es in Whic	h Person I	isted Has S	Solicited or	Intends to	Solicit Purc	hasers							
	(Check "	'All States'	or check i	ndividual S	tates)									□All States
	[ <u>AL</u> ]	[ <u>AK]</u>	[ <u>AZ</u> ]	[ <u>AR]</u>	[ <u>CA</u> ]	[ <u>CO</u> ]	[ <u>CT]</u>	[ <u>DE</u> ]	[ <u>DC</u> ]	[ <u>FL</u> ]	[ <u>GA</u> ]	[ <u><b>HI</b></u> ]	[ <u>ID</u> ]	
	[ <u>]L</u> ]	[ <u>IN</u> ]	[ <u>IA]</u>	[ <u>KS</u> ]	[ <u><b>KY</b></u> ]	[ <u>LA]</u>	[ <u>ME</u> ]	[ <u>MD</u> ]	[ <u>MA</u> ]	[ <u>MI</u> ]	[ <u>MN</u> ]	[MS]	[ <u>MO</u> ]	
	[ <u>MT</u> ]	[ <u>NE</u> ]	[ <u>NV</u> ]	[ <u>NH</u> ]	[ <u>NJ</u> ]	[ <u>NM]</u>	[ <u>NY</u> ]	[ <u>NC</u> ]	[ND]	[ <u>OH</u> ]	[ <u>OK</u> ]	[ <u>OR</u> ]	[ <u>PA]</u>	
Full	[ <u>RI]</u> Name (L	[SC]	[ <u>SD]</u> irst, if indiv	idual)	[ <u>TX</u> ]	[ <u>UT]</u>	[VT]	[ <u>VA</u> ]	[ <u>WA</u> ]	[WV]	[ <u>WI</u> ]	[ <u>WY</u> ]	[PR]	
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			nsville, IN		acci, City,	State, Zip C	Jode)							
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	[ <u>MT</u> ]	[ <u>NE</u> ]	[ <u>NV</u> ]	[ <u>NH</u> ]	[ <u>NJ</u> ]	[ <u>NM</u> ]	[ <u>NY</u> ]	[ <u>NC</u> ]	[ND]	[ <u>OH</u> ]	[ <u>OK</u> ]	[ <u>OR</u> ]	[ <u>PA</u> ]	
	[ <u>RI</u> ]	[ <u>SC</u> ]	[ <u>SD</u> ]	[ <u>TN</u> ]	[ <u>TX</u> ]	[ <u>UT</u> ]	[VT]	$[\underline{VA}]$	[ <u>WA</u> ]	[WV]	$[\underline{\mathbf{WI}}]$	$[\underline{\mathbf{W}}\underline{\mathbf{Y}}]$	[PR]	
Full 1	Name (La	ast name fi	rst, if indiv	idual)										
Naur	ncheff, Th	nomas R.												
Busi	ness or Re	sidence Ac	ddress (Nur	mber and St	reet, City,	State, Zip C	Code)							
5887	Lost Oak	s Drive, Ca	armel, IN 4	16033										
Nam	e of Assoc	iated Brok	cer or Deale	er	<u></u>				- · · - · - · · · · · · · · · · · ·					
Jeron	ne P. Gree	ene & Asso	ciates, LLI	•										
State	s in Whic	h Person L	isted Has S	olicited or	Intends to S	Solicit Purc	hasers		•	343				
	(Check "A	All States"	or check in	ndividual St	ates)	•••••			•••••	•••••			***************************************	□All States
	[ <u>AL</u> ]	[ <u>AK</u> ]	[ <u><b>AZ</b></u> ]	[ <u>AR</u> ]	[ <u>CA</u> ]	[ <u>CO</u> ]	[ <u>CT</u> ]	[ <u>DE</u> ]	[ <u>DC</u> ]	[ <u>FL</u> ]	[ <u>GA</u> ]	[ <u>HI]</u>	[ <u>ID</u> ]	
	[ <u>IL]</u>	[ <u>IN</u> ]	[ <u>IA]</u>	[ <u>KS</u> ]	[KY]	[ <u>LA</u> ]	[ <u>ME</u> ]	[ <u>MD</u> ]	[ <u>MA</u> ]	[ <u>MI]</u>	[ <u>MN</u> ]	[MS]	[ <u>MO</u> ]	
	[ <u>MT]</u> [ <u>RI]</u>	[ <u>NE]</u> [ <u>SC]</u>	[ <u>NV]</u> [ <u>SD]</u>	[ <u>NH]</u> [ <u>TN]</u>	[ <u>NJ]</u> [ <u>TX]</u>	[ <u>NM]</u> [ <u>UT]</u>	[ <u>NY]</u> [VT]	[ <u>NC]</u> [ <u>VA]</u>	[ND] [ <u>WA]</u>	[ <u>OH]</u> [WV]	[ <u>OK]</u> [ <u>WI]</u>	[ <u>OR]</u> [ <u>WY</u> ]	[ <u>PA]</u> [PR]	

### **B. INFORMATION ABOUT OFFERING**

Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for

Yes No

DI ONO	or dealer, y		forth the in	te or states,	list the nan	ne of the br		ler. If more	than five (5	5) persons t	o be listed a	nt of a brok are associate	ed persons of such a
Full Name (	Last name i	īrst, if indiv	vidual)			-						<del></del>	
Ruebeck, Fre	derick R.												
Business or F	Residence A	ddress (Nu	imber and S	treet, City,	State, Zip (	Code)			<del></del>		·		<del></del>
10954 Windj	ammer Nor	th, Indiana	polis, IN 46	5256									
Name of Ass	ociated Bro	ker or Deal	ler										<del></del>
Jerome P. Gr	eene & Ass	ociates, LL	.P										
States in Whi	ch Person l	Listed Has	Solicited or	Intends to	Solicit Purc	hasers							
(Check	"All States	" or check i	ndividual S	tates)				*************		••••••		***************************************	□All States
[ <u>AL</u> ]	[ <u>AK</u> ]	[ <u>AZ</u> ]	[ <u>AR</u> ]	[ <u>CA</u> ]	[ <u>CO</u> ]	[ <u>CT</u> ]	[ <u><b>DE</b></u> ]	[ <u><b>DC</b></u> ]	[ <u>FL</u> ]	[ <u>GA</u> ]	[ <u>HI</u> ]	[ <u>ID</u> ]	
[ <u>IL</u> ]	[ <u>IN</u> ]	[ <u>IA</u> ]	[ <u>KS</u> ]	[ <u><b>KY</b></u> ]	[ <u>LA</u> ]	[ <u>ME</u> ]	[ <u>MD</u> ]	[ <u>MA</u> ]	[ <u>MI</u> ]	[ <u>MN</u> ]	[MS]	[ <u>MO</u> ]	
[ <u>MT</u> ]	[ <u>NE</u> ]		[ <u>NH</u> ]	[NJ]	[ <u>NM</u> ]	[NY]	[ <u>NC</u> ]	[ND]	[ <u>OH</u> ]	[ <u>OK</u> ]	[ <u>OR</u> ]	[ <u>PA</u> ]	
[RI] Full Name (L	[SC]	[ <u>SD</u> ]	[TN]	[ <u>TX</u> ]	[ <u>UT]</u>	[VT]	[ <u>VA</u> ]	[ <u>WA</u> ]	[WV]	[ <u>WI]</u>	[ <u>WY</u> ]	[PR]	<u>.                                    </u>
<b>,</b>		,	,										
Business or R	lesidence A	.ddress (Nu	mber and S	treet, City,	State, Zip C	Code)							Ann. Ann.
		·			•	,							
Name of Asso	ociated Bro	ker or Deal	er			<del></del>							
States in Whi	ch Person I	isted Has S	Policited or	Intende to S	Valinia Donni								
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`		or check in	ndividual S	tates)	••••••								☐ All States
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[AL] (IL] [MT]	[AK] [IN] [NE] [SC]	or check in [AZ] [IA] [NV] [SD]	ndividual Si [AR] [KS] [NH] [TN]	(CA] [KY] [NJ]	[CO] [LA] [NM]	[CT] [ME] [NY]	[DE] [MD] [NC]	[DC] [MA] [ND]	[FL] [MI] [OH]	[GA] [MN] [OK]	[HI] [MS] [OR]	[ID] [MO] [PA]	☐ All States
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[AL] [IL] [MT] [RI] Full Name (L	[AK] [IN] [NE] [SC] ast name fi	[AZ] [IA] [NV] [SD] irst, if indiv	[AR] [KS] [NH] [TN] idual)	[CA] [KY] [NJ] [TX]	[CO] [LA] [NM] [UT]	[CT] [ME] [NY] [VT]	[DE] [MD] [NC]	[DC] [MA] [ND]	[FL] [MI] [OH]	[GA] [MN] [OK]	[HI] [MS] [OR]	[ID] [MO] [PA]	□ All States
[AL] [IL] [MT] [RI] Full Name (I	[AK] [IN] [NE] [SC] ast name firesidence A	[AZ] [IA] [NV] [SD] irst, if indiv	[AR] [KS] [NH] [TN] idual)	[CA] [KY] [NJ] [TX]	[CO] [LA] [NM] [UT]	[CT] [ME] [NY] [VT]	[DE] [MD] [NC]	[DC] [MA] [ND]	[FL] [MI] [OH]	[GA] [MN] [OK]	[HI] [MS] [OR]	[ID] [MO] [PA]	□ All States
[AL] [IL] [MT] [RI] Full Name (L) Business or R  Name of Asso	[AK] [IN] [NE] [SC]  ast name finesidence A  ociated Broth	[AZ] [IA] [NV] [SD] irst, if indiv ddress (Nu	[AR] [KS] [NH] [TN] idual)	[CA] [KY] [NJ] [TX]	[CO] [LA] [NM] [UT]  State, Zip (	[CT] [ME] [NY] [VT]	[DE] [MD] [NC] [VA]	[DC] [MA] [ND]	[FL] [MI] [OH]	[GA] [MN] [OK]	[HI] [MS] [OR]	[ID] [MO] [PA]	
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# C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box □ and

Type of Security	Aggregate Offering Price	Amount Alread Sold
Debt	\$0	\$0
Equity	\$0	\$0
☐ Common ☐ Preferred		
Convertible Securities (including warrants)	\$0	\$0
Partnership Interests	\$1,406,741,856*	\$5,769,312.13
Other (Specify)	\$0	\$0
Total		\$5,769,312.13
Answer also in Appendix, Column 3, if filing under ULOE.		
Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number persons who have purchased securities and the aggregate dollar amount of their purchases on the total line Enter "0" if answer is "none" or "zero."	of	Aggregate
	Number Investors	Dollar Amount of Purchases
Accredited Investors	3	\$5,769,312.13 _
Non-accredited Investors	0	\$0
Total (for filings under Rule 504 only)	··	_ \$
Answer also in Appendix, Column 4, if filing under ULOE.		
If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities so by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of the types indicated.		
If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities so by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.		Dollar Amount Sold
by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale	of  Type of  Security	Sold
by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale esecurities in this offering. Classify securities by type listed in Part C - Question 1.	of Type of Security	Sold \$
by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale esecurities in this offering. Classify securities by type listed in Part C - Question 1.  Type of offering	of  Type of Security	Sold \$\$
by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.  Type of offering	Type of Security	Sold \$\$
by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.  Type of offering	Type of Security	Sold \$\$
by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.  Type of offering	Type of Security	\$\$
by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.  Type of offering	Type of Security in ay	Sold \$\$
by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.  Type of offering	Type of Security in	Sold  \$ \$ \$ \$ \$ \$
by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.  Type of offering	Type of Security	Sold  \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ X \$0
by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.  Type of offering	Type of Security in ay	Sold  \$ \$ \$ \$  X \$0  X \$**
by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.  Type of offering  Rule 505  Regulation A  Rule 504  Total  a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information made given as subject to future contingencies. If the amount of an expenditure is not known, furnish a estimate and check the box to the left of the estimate.  Transfer Agent's Fees  Printing and Engraving Costs  Legal Fees	Type of Security	Sold  \$  \$  \$  \$  \$  X \$0  X \$**  X \$**  X \$**
by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.  Type of offering	Type of Security in ay	Sold  \$
by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.  Type of offering  Rule 505	Type of Security	Sold  \$

by the Manager (provided that the Manager or an Associate will also be responsible for commissions on commitments or any fees payable to any placement agents).

b. Enter the difference between the aggregate offering price given in response to Part C'- Question 4.a. This difference is the "adjusted ground and adjusted ground are the contract of the c	response to Part C - Question 1 and tota ss proceeds to the issuer."	expenses furnished	in \$1,403,928,372.28
5. Indicate below the amount of the adjusted gross proceeds to the issue amount for any purpose is not known, furnish an estimate and check must equal the adjusted gross proceeds to the issuer set forth in response	the box to the left of the estimate. The total		
		Payments to Officers, Directors, & Affiliates	Payments To Others
Salaries and fees		\$	\$
Purchase of real estate		\$	\$
Purchase, rental or leasing and installation of machinery and equi	pment	\$	\$
Construction or leasing of plant buildings and facilities		\$	\$
Acquisition of other businesses (including the value of securities used in exchange for the assets or securities of another issuer purs		\$	\$
Repayment of indebtedness		\$	\$
Working capital		\$	\$
Other (specify): Investments		¢.	#1 //O2 020 270 00
		\$	
		\$	
Column Totals			\$1,403,928,372.28
Total Payments Listed (columns totals added)		\$1,	403,928,372.28
	EDERAL SIGNATURE		
The issuer has duly caused this notice to be signed by the undersigned dul an undertaking by the issuer to furnish to the U.S. Securities and Exchang non-accredited investor pursuant to paragraph (b)(2) of Rule 502.			
Issuer (Print or Type)	Signature /	Date	
The Second European Private Equity Fund 'C'	x. prohefren	Apri	1 3, 2002
Name of Signer (Print or Type)	Title of Signer (Print or Type) DIRE	CTOR	
JAMES WAKEFIELD	for and or capacity as manager of The Second Europ		t Capital Limited in its
			***************************************

# **ATTENTION**

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

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